Profile – CGIAR Board

1. Purpose

1.1. The purpose of this profile is to provide guiding principles for the composition of the CGIAR Board in line with governance best practices.

1.2. It identifies the expertise, experience, and skills that the collective membership of the CGIAR Board should have to effectively fulfill its duties.

1.3. It also identifies expertise, experience, and skills that 'Independent members' of the Board (as defined in Section 5 below), and the Board Chair and Audit, Finance & Risk Committee (AFRC) Chair should have, to guide the process of selection of those members.

2. Board composition and fiduciary duties

2.1. The composition of the CGIAR Board is set out in the Charter of the CGIAR System Organization[1].

2.2. All members of the CGIAR Board have a fiduciary duty to the CGIAR System Organization and the CGIAR Integrated Partnership as a whole. Center Board Chairs also have a fiduciary duty to their respective Centers.

3. Skills, expertise, experience and diversity dimensions

3.1. The CGIAR Board shall have an appropriate combination of skills, expertise, and experience among its members in the following areas:

a. Leadership and oversight of a complex organization
b. Science, technology, innovation and digital transformation expertise in relation to food, land and water systems
c. Partnerships, government and private sector relations (including science-policy interface)
d. Resource mobilization and advocacy
e. Communications
f. Risk management, environmental, social and governance (ESG) and geo-political developments
g. Strategic financial management, audit and oversight
h. People, organizational culture and change management
i. Ethics and business conduct

[1] As part of the process of transition to the reconstituted CGIAR Board, the Charter will be amended to reflect the revised CGIAR model, once agreed.

3.2. Among the Independent members of the CGIAR Board (as defined in Section 5 below), at least two members should have the following Board leadership skills and experience, with a view to ensuring strong Board leadership and succession planning:
   a. Experience chairing the Board of a complex organization;
   b. Demonstrated political acumen and diplomatic capability
   c. High personal integrity and independence
   d. Humble, servant leadership with the ability to build consensus, influence with clear and diplomatic communication and excellent conflict resolution skills; and
   e. Strategic mindset and a leadership style that is both inclusive and decisive as and when required.

3.3. At least one Independent member of the CGIAR Board should fulfill the following criteria, with a view to chairing the AFRC:
   a. Solid financial acumen and experience;
   b. Experience chairing an audit/risk/finance/ethics/assurance committee of the Board of a complex organization; and
   c. Professional qualifications in accounting, finance, risk and/or business administration with a minimum of 10 years' expertise.

3.4. The composition of the CGIAR Board should be diverse with respect to gender, background, ethnicity and nationality, in line with the CGIAR Framework for Gender, Diversity and Inclusion in CGIAR's Workplaces.

4. Personal attributes

4.1. CGIAR Board members should possess personal qualities such as impartiality, high ethical standards aligned to CGIAR's Core Ethical Values[2], including (but not limited to) integrity, dignity and respect for other points of view, and ability to engage critically and independently.

4.2. Given that business of the CGIAR Board and its committees is conducted in the English language, CGIAR Board members should be fluent in English. Knowledge of other CGIAR languages will be an asset.

5. Independence criteria for Independent members

5.1. *Transition measure:* As an exception to the independence criteria set forth below in 5.2, for the purpose of the transition to the CGIAR Board on 1 July 2026, existing IPB members may be deemed "Independent members" of the CGIAR Board even if they

[2] Set out in the CGIAR Code of Conduct for Governance Officials

were a Board member of a CGIAR Center during the three preceding years, providing they step down from their roles on Center Boards by 1 July 2026.

5.2. “Independent members” of the CGIAR Board are members of the CGIAR Board that meet the following independence criteria:
   a. No material business relationships within the last two years, including as an adviser, client and/or supplier of any CGIAR Center or the CGIAR System Organization or CGIAR Funder, or Board member of CGIAR Center or a CGIAR Funder; and
   b. Not a former employee of any CGIAR Center or the System Organization within the last three years.

6. Availability and time commitment

6.1. Each CGIAR Board member shall have sufficient time available for the proper performance of their duties. Recognizing that a majority of CGIAR Board members also serve as Chairs of CGIAR Center Boards and the existing time commitment associated with that role, CGIAR Board members should be sufficiently free of other commitments to be able to devote the time needed to prepare for, attend and participate in meetings, induction/training, and other strategically essential CGIAR Board-associated activities.

6.2. CGIAR Board members are expected to spend an estimated 15-20 working days per year on CGIAR Board matters.

6.3. There is an additional expected time commitment for the CGIAR Board Chair and AFRC Chair, which shall be set out in the Terms of Reference for those roles.

6.4. Remuneration of CGIAR Board members shall be set out in a policy to be approved by the CGIAR Board, and CGIAR Board members shall retain the right to waive any remuneration without prejudice to their other rights and responsibilities as CGIAR Board members.

7. Review

7.1. This profile will be periodically reviewed and updated by the CGIAR Board, in consultation with the CGIAR System Council and Partnership AFRC.